

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 14 2008

Debra Bowen

DEBRA BOWEN
Secretary of State

3079494

ARTICLES OF INCORPORATION

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAR 14 2008

I

The name of this corporation is San Pedro Property Owners Alliance

II

A. This corporation is a nonprofit MUTUAL BENEFIT CORPORATION organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

B. The specific purpose of this corporation is to enhance and revitalize the San Pedro business community.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Eric R. Eisenberg
390 West 7th Street
San Pedro, CA 90731

IV

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities, or exercise any powers that are not in furtherance of the specific purpose of this corporation.

V

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date below.

Date: 3/13/2008

Tania Lemus, Incorporator



**AMENDED AND RESTATED
OF ARTICLES OF INCORPORATION
OF
San Pedro Property Owners Alliance**

The undersigned certify that:

1. They are the president and the secretary, respectively, of San Pedro Property Owners Alliance a California corporation.
2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety in full as follows (the "Amended and Restated Articles of Incorporation"):

ARTICLE I

The name of the corporation is San Pedro Property Owners Alliance

ARTICLE II

A. This corporation is a nonprofit mutual benefit corporation and is not organized for profit and no part of the net earnings of which inures to the benefit of any private shareholder or individual. It is organized under the Nonprofit Corporation Law for public and charitable purposes.

B. The specific purpose of this corporation is to enhance and revitalize the San Pedro business community.

ARTICLE IV

This corporation is organized and operated exclusively in accordance with Section 501(c)(6) of the Internal Revenue Code as business leagues, chambers of commerce, real-estate boards, boards of trade, or professional football leagues (whether or not administering a pension fund for football players), and is not organized for profit and no part of the net earnings of which inures to the benefit of any private shareholder or individual

Article V

The property of this corporation is irrevocably dedicated to purposes in accordance with Section 501(c)(6) and no part of the net income of assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for purposes consistent with Section 501 (c)(6) of the Internal Revenue Code.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.
5. The corporation has no assets.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: July 30, 2008


Eric R. Eisenberg, President


Jayme Wilson, Secretary